



225240

CERTIFICATE OF DESIGNATIONS, PREFERENCES

AND RIGHTS OF SERIES A PREFERENCE STOCK

OF

THE MACKE COMPANY

* * *

The Macke Company, a corporation organized and existing
under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

That, pursuant to authority conferred upon the Board of
Directors by the Certificate of Incorporation, as amended, of
said corporation, and pursuant to the provisions of section 151
of Title 8 of the Delaware Code of 1953, as amended, said Board
of Directors, at a meeting duly held on April 30, 1969, adopted
resolutions providing the authorization for issuance of ten
thousand seven hundred fifty-six (10,756) shares of Series A
Preference Stock, which resolutions are as follows:

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"RESOLVED: That, pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of The Macke Company (the "Corporation"), there is hereby established a series of the authorized preference stock of the Corporation having an agreed value of \$100.00 per share, which series shall be designated as "Series A Preference Stock" (the shares of which are hereinafter referred to as "Series A Preference Shares"), shall consist of 10,756 shares and shall have the following dividend rights, dividend rate, conversion rights, rights and terms of redemption, redemption prices and liquidation preferences:

SECTION I

Voting Rights

The holders of the Series A Preference Shares shall have one vote per share on all matters to come before the shareholders of the Corporation. Except as otherwise provided by law or the Certificate of Incorporation of the Corporation, the holders of the Series A Preference Shares shall vote with the holders of the outstanding Common Stock of the Corporation (the shares of which are hereinafter referred to as "Common Shares") and of any other series of preference stock entitled to vote in such manner, and not as a separate class or series.

SECTION II

Dividends

The holders of the Series A Preference Shares shall be entitled to receive, prior to the payment of any cash dividends to the holders of the Common Shares, out of any funds legally available therefor, dividends payable in cash at the rate of Four Dollars (\$4.00) per annum per share, and no more, and said

dividends shall be cumulative and accrue from July 1, 1969, and from day to day thereafter, whether or not earned or declared. Such dividends for the period commencing on July 1, 1969 and ending September 30, 1969, shall be payable on December 20, 1969 and thereafter shall be payable quarterly.

SECTION III

Redemption by the Corporation

A. The Series A Preference Shares shall be redeemable on and after September 30, 1975, but not prior thereto, whether by tender offer or otherwise. The Series A Preference Shares shall be redeemable only at the option of the Corporation, upon the terms and conditions hereinafter provided, at a redemption price (hereinafter referred to as the "redemption price") of One Hundred Dollars (\$100.00) per share plus accrued and unpaid dividends thereon, if any, to the date fixed for redemption (hereinafter referred to as the "redemption date").

B. Notice of redemption shall be mailed not less than twenty nor more than fifty days prior to the redemption date to each holder of record of the Series A Preference Shares to be redeemed, at his address as it appears in the records of the Corporation. Neither failure to mail any such notice to one or more of such holders nor any defect in any such notice shall affect the sufficiency of the proceedings for redemption as to other holders. Each such notice shall state:

(i) The redemption date;

(ii) The number of Series A Preference Shares to be redeemed, and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from him;

(iii) The redemption price; and

(iv) The place or places where such shares are to be surrendered for payment of the redemption price.

C. Redemption of less than all the Series A Preference Shares outstanding at the time of such redemption shall be pro rata, but rounded to the nearest full share in each case; provided, however, that, if the holders of all the Series A Preference Shares shall so consent in writing, such redemption may be on a basis other than pro rata. On or after the redemption date, each holder of the Series A Preference Shares called for redemption shall surrender his certificate for such Series A Preference Shares to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In the event that less than all the Series A Preference Shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed Series A Preference Shares.

D. On the date when (i) the notice of redemption shall have been duly given and (ii) the funds necessary for redemption shall have been set aside by the Corporation and made available therefor, then, notwithstanding that the certificates evidencing any Series A Preference Shares so called for redemption shall not have been surrendered or that the redemption date shall not have occurred, such Series A Preference Shares so called shall be deemed to be redeemed, dividends on those shares shall cease to accrue after the redemption date, such Series A Preference Shares shall be deemed to be no longer outstanding, the conversion rights, if any, applicable to such Series A Preference Shares shall cease at the close of business on the third business day prior to the redemption date; and the holders thereof shall

involved in the issue and delivery of Class A Shares in any name other than that of the record holder of any such Series A Preference Shares converted, and the Corporation shall not be required to issue or deliver any certificates for such Class A Shares unless and until the person or persons requesting the issue thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

C. If any fractional interest in a Class A Share shall be deliverable upon the conversion of any Series A Preference Share or Shares, the Corporation shall issue the nearest whole number of Class A Shares.

D. In the case of any capital reorganization, or of any reclassification of Class A Shares issuable upon conversion of Series A Preference Shares, or in the case of any consolidation or merger of the Corporation into any other corporation (other than a consolidation or merger in which the Corporation is the continuing corporation) or of the sale of the properties and assets of the Corporation as, or substantially as, an entirety to any other corporation, lawful provision shall be made so that the holders of any Series A Preference Shares shall be entitled to receive upon conversion the kind and amount of shares of stock, other securities, or property which such holder would have been entitled to receive had he converted such Series A Preference Shares into Class A Shares, as of the record date for determination of holders of Class A Shares entitled to participate in such capital reorganization, reclassification, consolidation, merger or sale.

E. In case the Class A Shares at any time outstanding shall be subdivided into a greater or combined into a lesser number of shares (whether with or without par value), or in case of any dividend payable in Class A Shares, the respective conversion prices set forth in subparagraphs

(irrespective of by whom exercised); (iv) in connection with the acquisition by Corporation or any subsidiary of Corporation of all, or substantially all, of the assets of a business (whether by merger or otherwise), or stock, obligations or other securities of a corporation which at the time of such acquisition is, or immediately thereafter will be, a subsidiary of Corporation or of any subsidiary of Corporation; (v) upon the conversion of the Corporation's Class B Common Stock (or such other class into which the presently authorized Corporation Class B Common Stock may have been changed); and/or (vi) upon conversion of those certain Corporation 4-7/8% Convertible Subordinated Debentures due May 1, 1992."

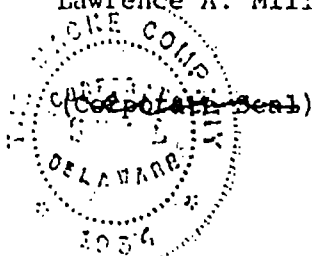
IN WITNESS WHEREOF, said The Macke Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by Aaron Goldman, its President, and attested by Lawrence A. Miller, its Secretary, this 25th day of June, 1969.

THE MACKE COMPANY

ATTEST:

By *Aaron Goldman*
Aaron Goldman, President

Lawrence A. Miller
Lawrence A. Miller, Secretary



STATE OF MARYLAND)

) ss:

COUNTY OF PRINCE GEORGE'S)

BE IT REMEMBERED that on this 25th day of June, 1969,
personally came before me, a Notary Public in and for the County
and State aforesaid, Aaron Goldman, President of The Macke Company,
a corporation of the State of Delaware, and he duly executed said
certificate before me and acknowledged the said certificate to be
his act and deed and the act and deed of said corporation and the
facts stated therein are true; and that the seal affixed to said
certificate and attested by the Secretary of said corporation is
the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of
office the day and year aforesaid.



Patricia F. Stewart
Notary Public
MY COMMISSION EXPIRES JULY 1, 1969